APPENDIX 3 TO SCHEDULE 8.1 TO THE COMPREHENSIVE INFRASTRUCTURE AGREEMENT

VENDOR HR TRANSITION APPROACH

1.0 Transition Services and Affected Employees

The highest priority in the design of Northrop Grumman's transition plan is to transfer operational responsibilities to the Northrop Grumman with little disruption to VITA and its Eligible Customers. In addition, Northrop Grumman will transform the current Commonwealth IT infrastructure environment into a full performance-based managed service through a utility model where performance is measured through service levels.

Northrop Grumman's transition approach focuses on three key factors:

- Managing the project
- Managing change
- Making the VITA Affected Employees and VITA Managed Employees an essential part of the team from Day 1

Northrop Grumman's transition plan is designed to provide benefits to the wide range of people and organizations that VITA's IT services support. **Exhibit 1** presents a high-level assessment of how these benefits relate to key Commonwealth of Virginia stakeholders.

Benefits	VITA	Agencies	Commonwealth Employees
Dedicated transition team		✓	✓
Direct coordination with key stakeholders for all phases of the transition process		✓	✓
Effective integration of transferring VITA staff and managed Commonwealth IT employees			✓
Non-disruptive transition of IT services—user transparent		✓	✓
Proven phased approach/process—no or low risk	√		
Evolving technological environments (desktop, mainframe, servers, network, etc.)		√	✓
Standardization of numerous technologies and resources and reasonable end-user options (technology refresh)		✓	✓
Integrated (single call number) user help desk		✓	✓
Centrally managed IT support services		✓	✓
Improved monitoring and reporting of IT services (SLAs, help desk response time, network availability; etc.)		✓	✓
Improved IT career development opportunities			✓
New, high-availability data center facilities		✓	✓
Increased IT training available for both IT professional and user communities			✓
Quick start-up (90 days) and early improvements (within 4 to 5 months)	✓	√	✓
More consistent and secure access to Commonwealth IT	✓	✓	✓

Benefits	VITA	Agencies	Commonwealth Employees
resources for both internal and external users			

2.0 Transition Services

2.1 Transition Phases

The Northrop Grumman Team recognizes the importance of planning and executing a successful transition of VITA's current operational services, and subsequent transformation of the IT environment that establishes a high level of confidence with VITA with a particular emphasis on a smooth transition of VITA staff to Northrop Grumman.

Through a subsequent phased methodology of stabilize, optimize and transform, Northrop Grumman will establish a solid baseline to effect change and revolutionize the current service delivery model by establishing new standards, automating functions, consolidating hardware, refreshing the environment, and centralizing services.

Northrop Grumman's focus during start-up will be on continuity of work in progress by using the processes and procedures currently in place. Northrop Grumman will work with VITA to continue the systematic transfer and sharing of knowledge and to better understand the requirements in each functional service and the processes for meeting those requirements. Northrop Grumman will accomplish this through the following methods:

- > Collaboration with VITA managers and staff
- Visiting sites
- > Job shadowing current operations
- > Reviewing written documentation and procedures
- > Populating the knowledge management database

The transition project managers will meet with their VITA counterparts to gain a full understanding of user support needs. The teams will meet with VITA managers responsible for the functional areas. Northrop Grumman will coordinate with VITA to gain access to these areas to observe personnel as they perform day-to-day operations. Northrop Grumman will continue to work with VITA to collect updated performance data and data on work in progress. Northrop Grumman will work closely with VITA to document open work items (trouble tickets, repairs, etc.) and assume responsibility for those tasks at service commencement date.

Northrop Grumman will inventory equipment, supplies and other Commonwealth furnished materials to be provided for use during the life of the contract.

2.2 Transition Team Organization

Northrop Grumman manages transition activities through a dedicated team separate from the permanent program organization. Northrop Grumman will assign a team composed of managers, Human Resources specialists and technical specialists who have performed similar transitions. This team includes staff that supported VITA due diligence activities, understand the work required and know what tasks needed to be accomplished to effectively assume operations, and can transform the environment to a full performance-based managed service. The use of the

same staff who supported the due diligence activities will allow for continuity, minimize learning curve issues, and allow for continued performance critical discovery activities to obtain a more comprehensive understanding of the environment and to validate plans for transforming the environment.

Exhibit 2 depicts the Transition Management Office (TMO) organization that will execute the transition plan. A key feature of the transition process management is the use of a Transition Steering Committee, which will provide executive-level oversight, coordination and facilitation of the transition process to ensure an integrated approach to transition. The steering committee, consisting of representatives from VITA and Northrop Grumman, will meet monthly to review progress against established transition schedule and resolve any issues and/or problems.

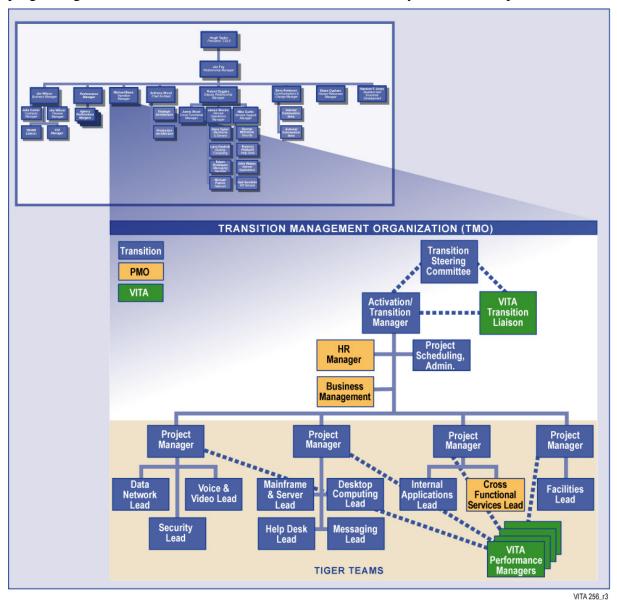


Exhibit 2 Transition Management Organization

Northrop Grumman's transition team's organizational structure is designed to align with VITA and the program organization to maximize its effectiveness.

2.3 Creating an Integrated Team

Northrop Grumman recognizes that during transition, teams will consist of both VITA and Northrop Grumman personnel working together in partnership to establish a common operating environment. This will be accomplished through collaboration, team building, training, and shared incentives. An initial kickoff and coordination meeting between Northrop Grumman and VITA will be conducted at time of award to:

- > Coordinate joint town halls and other communication items
- > Review the draft transition plan and strategy and identify required revisions
- Establish the Northrop Grumman Team's requirements from VITA and coordination necessary to receive the required information and access
- > Discuss badging/security access provisions for key personnel and transition team
- > Identify VITA managers at each site with whom the transition team should coordinate

The transition manager and relationship manager will conduct weekly coordination and interface meetings with VITA to report on transition status; coordinate activities such as security processing, staffing levels and locations, and priorities; review and discuss management plans; and resolve any problems that might arise. As part of these meetings, Northrop Grumman will prepare weekly status reports.

The transition project managers, through VITA, will meet with the agencies to review support requirements and work in progress. These meetings serve to validate Northrop Grumman's understanding of the function's workload, skill mix and technical environment.

Northrop Grumman will use "tiger teams" to assess the environment, conduct site visits, document work in process, and prepare for operational responsibility. The tiger teams will focus on providing improvements and upgrades in each services area that the transition team is supporting.

2.4 Transition Risk Management and Mitigation

One of the key factors to a successful transition is the risk management process. Northrop Grumman uses a formal risk methodology that identifies risk, assesses probability of occurrence, and develops a risk mitigation plan. Through preparation, Northrop Grumman can reasonably anticipate the problem areas and can call on approaches to mitigate or minimize those problems for transparent transfer of operations.

Exhibit 3 lists examples of risks and mitigation actions Northrop Grumman would anticipate during the early phases of Transition.

Risk Description	Mitigation Approaches
Transition to new contract and	Transferring key knowledgeable VITA staff to the Northrop
contractor may result in loss of key	Grumman Team; motivating VITA staff to join the Northrop

Through the use of a program Web site, dedicated 800 number, and regularly scheduled town hall meetings and benefits briefings, we will ensure every VITA employee is given the opportunity to learn about the benefits of the Public-Private Education Facilities and Infrastructure Act (PPEA) program, as well as career opportunities and benefits offered by Northrop Grumman.

Risk Description	Mitigation Approaches
skills and knowledge	Grumman Team; obtaining debriefs from departing key staff; and leveraging VITA managed employees
Delay of any new support tool installation or implementation may affect our ability to meet SLAs	Work closely with VITA to develop prioritization of support tool installation and implementation so that key service levels are met quickly and so agreement can be reached regarding timing for activation of added service levels
Customers do not adopt new capabilities, build workaround solutions, and operate outside VITA service environment with ghost IT staff	Communicate benefits of change to organization, customer groups, and employees; develop super user community of "ghost" IT staff with real roles; create structure to detect and say "no" to misaligned activities
Blended management and delivery model because not all VITA personnel will transfer to partner due to Workforce Transition Act	Retain most VITA staff through career opportunity, equivalent benefits, retention bonus, and effective communication plan; develop roles and responsibilities and rules of engagement; implement annual performance bonus program
Asset management lacks the details required for a well defined managed services solution including maintenance	Perform site surveys from a design perspective in understanding the capabilities of the LAN and WAN equipment, in addition to the normal "where is, as is" site survey; this information will be provided to our refresh program to update the necessary equipment to support managed services

Exhibit 3 Risk Mitigation Table

The Northrop Grumman Team understands the critical importance of risk mitigation and elimination during start-up and transition.

3.0 Exit Plan

Northrop Grumman recognizes VITA's concerns about successful phase-out of the contract. As a systems integrator, Northrop Grumman regularly designs, develops, deploys, and delivers products and services to its customers that enable those customers to successfully assume operation and maintenance of products and services. As necessary, Northrop Grumman will appoint transition staff to implement process and procedural changes to address any requirements that may be different from those of the current contract.

If a new contractor is selected to provide services or if VITA chooses to transfer the services inhouse, Northrop Grumman will minimize phase-out risks to VITA by implementing a comprehensive phase-out plan. Northrop Grumman's phase-out plan will include appointment of a formal phase-out team to interact with the new contractor.

Northrop Grumman will minimize disruptions of services to VITA and its customers during the exit process. Northrop Grumman's approach to phase-out will also take into account the employees who performed on the program, both Northrop Grumman personnel and the Managed Employees.

Northrop Grumman's phase-out will be performed as orderly as its phase-in, working with VITA or the new service provider to train and familiarize staff in the overall project operations. Northrop Grumman will execute the following types of procedures to provide a smooth transition and the capability of VITA to continue operations at a high level:

> Provide access to Northrop Grumman's work force for interviews

> Provide access to Northrop Grumman's subcontractors to allow them to enter into follow-on relationships with VITA or the new service provider

3.1 Phase-Out Team

Northrop Grumman will assemble a transition organization to implement the phase-out plan. This will include a phase-out manager and technical specialists to meet with VITA or the new service provider. Liaison with VITA or the new service provider will be coordinated through VITA to ensure that VITA retains positive control of the transition. The transition phase-out organization will establish lines of communication with VITA or the new service provider to coordinate actions and ensure direct communications between the two organizations. During the phase-out, Northrop Grumman's team will provide:

- > Orientation for VITA or the new service provider personnel, including the key transition personnel who are assuming the transition responsibilities and key technical staff
- > Periodic status reports to VITA regarding the progress of the transition, including both formal and informal reporting procedures
- > All current standards, procedures, and documentation in accordance with the jointly approved schedule. This transfer will include all data files, databases and documentation produced or maintained by Northrop Grumman for support of the Commonwealth.
- > Cooperation with VITA or the new service provider's recruitment activities

3.2 Procedures to Provide Continuity

Northrop Grumman's procedure to provide continuity of operations on the contract will include:

- Orderly transfer of operations to VITA or a new service provider
- > Delivery of all materials and documentation, as agreed upon in the Agreement
- Reporting and return or transfer of all Commonwealth-provided equipment, inventory and supplies
- > Continuous reporting to enable VITA to control and coordinate the phase-out
- > Introductory and coordination meetings
- > Formal and informal communications

The project will remain fully staffed, and work performance and quality will be maintained until the final date of the contract. For example, help desk will continue to provide the following services until contract termination: telephone, fax, and Web services; problem isolation and/or resolution; call dispatch to Northrop Grumman on-site services; remote control problem resolution; and automatic problem isolation and dispatch from the NOC. Other functional areas will also continue to perform all operations until the expiration of the contract. The continued operations of the project are of primary importance to VITA and to Northrop Grumman as the exiting contractor and will take precedence over all other activities.

Exhibit 4 lists some of the tasks and cooperative actions that Northrop Grumman will take in each functional area to ensure VITA of a smooth transition to a new service provider.

Page 6

Service Area	Tasks to Facilitate Transition
Cross-Functional Services	> Turn over procedures manual
	> Turn over all Commonwealth-furnished equipment
	 Allow VITA or successor contractor to observe and shadow operations
	> Transfer hardware and software
	> Document all outstanding projects
	 Provide out-brief on outstanding projects
Internal Applications	> Provide out-brief on outstanding projects
Security Services	> Turn over all certification and accreditation information
	 Provide out-brief on outstanding projects
Help Desk Services	> Transfer incident management system and knowledge base data
	 Prepare reports on pending tickets, ticket backlog, and outstanding ticket
	 Provide out-brief on outstanding projects
Desktop Computing Services	> Transfer asset management database
	 Provide out-brief on outstanding projects
Messaging Services	> Transfer process and procedure data
	 Transfer all hardware, and software for messaging and directory services (back-end infrastructure)
	 Provide out-brief on outstanding projects
Mainframe/Server	> Re-license software back to VITA
	 Establish buy-out price for hardware, including tape media, and transfer ownership to VITA
	 Transfer service contracts for contract labor (such as print output courier service) and hardware maintenance to VITA
	> Provide out-brief on outstanding projects
Data Network	> Provide detailed project plans and out-briefs on all major projects
	> Provide all necessary password and community string information
Voice/Video	> Provide out-brief on outstanding project
Disaster Recovery	> Provide business impact analyses and business continuity plans
	> Provide out-brief on outstanding projects
Facilities	> Work with the Commonwealth to transfer facility lease (as required)

Exhibit 4 Phase-Out Tasks by Service

The exit plan will integrate all the services to ensure a smooth and consistent transition of the operation to the new contractor or VITA.

PAGE 7